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## **GREEN LEADER HOLDINGS GROUP LIMITED**

**綠領控股集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 61)**

### **PROFIT WARNING**

This announcement is made by Green Leader Holdings Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (the “**SFO**”) (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on the information currently available to the Board and the preliminary review of the unaudited consolidated management accounts of the Group for the year ended 31 December 2022 (the “**2022 Annual**”), the Group is expected to record loss attributable to owners of the Company for the 2022 Annual of not less than HK\$205 million (the “**Profit Warning**”) as compared to the profit attributable to owners of the Company of approximately HK\$265 million for the corresponding period in 2021 (the “**2021 Annual**”).

The change in the Group’s performance attributable to owners of the Company for the 2022 Annual was mainly attributable to (i) significant increase in finance cost; (ii) decrease in reversal of impairment loss on mining rights; and (iii) partially offset by the effect of increase in revenue and gross profit for the 2022 Annual compared to the 2021 Annual.

As at the date of this announcement, the Group is still in the process of finalising its results for the 2022 Annual. The information contained herein is only based on a preliminary assessment of the information currently available to the Company’s management and such information has not been confirmed and reviewed by the audit committee of the Board and has not been audited and reviewed by the Company’s auditors. Shareholders and potential investors are advised to read carefully the Group’s results announcement for the 2022 Annual, which is expected to be published before the end of March 2023.

Reference is made to (i) the announcement (the “**Rule 3.7 Announcement**”) of the Company dated 19 April 2022 pursuant to Rule 3.7 of the Codes on Takeovers and Mergers of Hong Kong (the “**Takeovers Code**”); (ii) the monthly update announcements (the “**Monthly Update Announcements**”) of the Company dated 19 May 2022, 20 June 2022, 20 July 2022, 24 August 2022, 23 September 2022, 21 October 2022, 21 November 2022, 21 December 2022, 20 January 2023, 20 February 2023 and 21 March 2023; and (iii) the update announcement (the “**Update Announcement**”) of the Company dated 25 July 2022 on the statutory demand received by the Company. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Rule 3.7 Announcement, the Monthly Update Announcements and the Update Announcement.

The Profit Warning included in this announcement constitutes a profit forecast under Rule 10 of the Takeovers Code and should therefore be reported on by the Company’s financial advisers and auditors or accountants in accordance with Rule 10.4 of the Takeovers Code. In view of the requirements of timely disclosures of the inside information under Rule 13.09(2)(a) of the Listing Rules and pursuant to Part XIVA of the SFO, the Company is required to issue this announcement as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the reporting requirements set out in Rule 10.4 of the Takeovers Code.

Under Rule 10.4 and Practice Note 2 of the Takeovers Code, if a profit forecast is made during an offer period and is first published in an announcement, it must be repeated in full, together with the reports from the Company’s financial advisers and auditors on the said profit forecast, in the next document to be sent to the Shareholders by the Company (the “**Shareholders’ Document**”). However, if the Group’s results announcement for the 2022 Annual which falls within the ambit of Rule 10.9 of the Takeovers Code, is published prior to the despatch of the next Shareholders’ Document and the relevant results together with the notes to the financial statements are incorporated by reference in the next Shareholders’ Document, the requirements to report on the financial statements under Rule 10.4 of the Takeovers Code will no longer apply.

**Shareholders and potential investors should note that the Profit Warning has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code and does not meet the standard required by Rule 10 of the Takeovers Code.**

**Shareholders and potential investors should therefore exercise caution in placing reliance on the Profit Warning in assessing the merits and demerits of the Proposed Restructuring and whether the Proposed Restructuring will materialise or eventually be consummated.**

**Shareholders and potential investors are advised to exercise caution when dealing in the shares and/or securities of the Company.**

By the order of the Board of  
**Green Leader Holdings Group Limited**  
**Tse Michael Nam**  
*Chairman*

Hong Kong, 21 March 2023

*As at the date of this announcement, the executive Directors are Mr. Tse Michael Nam (Chairman and Chief Executive Officer) and Mr. Zhang Sanhuo; and the independent non-executive Directors are Mr. Ho Kin Cheong Kelvin, Mr. Shen Weidong and Mr. Tian Hong.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*